

115th Meeting of the Board of Governors
MS Teams
Thursday 24 June 2021, 10:00 AM — 12:30 PM BST

Present:	Lynn Dobbs Baron Anyangwe Margaret Farragher Rolande Anderson Shefaly Yogendra Tim Cochrane Rosemary Benson Urmi Dutta- Roy Chrystalle Margallo Frances Trought Rishi Trikha	Vice Chancellor Independent Governor Independent Governor Independent Governor Independent Governor Independent Governor Staff Governor Independent Governor Student Governor Independent Governor (for part) Academic Governor
Also present:	Eugene McCrossan Gary Davies Don MacRaid Donna Whitehead Nikki Le Faou Zainab Khan Amy Rogerson Mark Ellul Yasmeen Bashir Robert Fisher	Chief Operating Officer PVC Student Recruitment and Business Development PVC for Research and Knowledge Exchange Deputy Vice Chancellor University Secretary PVC Learning and Teaching Head of VC's Office PVC Student Services Incoming Student Governor Director Human Resources
Apologies:	Anders Krohn Cathy McCabe Harini Iyengar Mark Anderson Renarta Guy Rohin Aggarwal Tricia Croasdell	Independent Governor Independent Governor Independent Governor Chair of the Board Independent Governor Independent Governor Independent Governor

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1.1 Minutes of the 6 May 2021 Board of Governors meeting

For Approval - Presented by Rolande Anderson

The Board of Governors approved the minutes of the 6 May 2021 Board of Governors Strategy meeting.

1.2 Matters arising not covered elsewhere

For Approval - Presented by Rolande Anderson

The Board of Governors noted the updates on actions identified at the last meeting provided in the table appended to the minutes. It was highlighted that Health and Safety

related issues should be added to the Board's programme of work for periodic review.

2 Appointment of the University Secretary

For Approval - Presented by Robert Fisher

Nicola Le Faou left the call during the consideration of this item.

The Board approved the appointment of Nicola Le Faou as the University Secretary.

3 Governance matters

3.1 Board and Committee Terms of References

For Approval - Presented by Nikki Le Faou

The Board of Governors considered a report which progressed the recommendations of the 2021 Governance review as considered by the Board's March meeting to bring 'people strategy' to the fore within the University's Board and committee structure.

The report presented proposals for revisions to the Terms of Reference for the Finance and Resources Committee and the Remuneration Committee. The proposals had been developed in consultation with Board and Committee Chairs and were presented on the recommendation of the Governance Committee.

Conclusions:

The Board of Governors approved:

- i) The revised Terms of Reference for the Finance and Resources Committee, and;
- ii) The revised Terms of Reference for the Remuneration Committee, including the change of name to 'People and Remuneration Committee'.

3.2 Board Regulations

For Approval - Presented by Nikki Le Faou

The Board of Governors considered a report which presented proposed revisions to the Board Regulations on the recommendation of the Governance Committee.

Conclusions:

The Board of Governors approved the amendments to the University's Board Regulations.

3.3 Board appointments

For Approval - Presented by Nikki Le Faou

The Board of Governors considered a report which sought the approval of the appointment of the Board Apprentice and confirmation of the appointment of the Academic and Student Governors.

Conclusions:

The Board of Governors:

- i) approved the appointment of Mr Rishi Trikha as the Academic Governor for a term of three years, ending 31 July 2024 with immediate effect;
- ii) approved the appointment of Ms Yasmeen Bashir as the student Governor in accordance with her term of office as President of the Students' Union.
- iii) approved the appointment of Ms Valerie Leipheimer as the Board apprentice for one year to 31

July 2022.

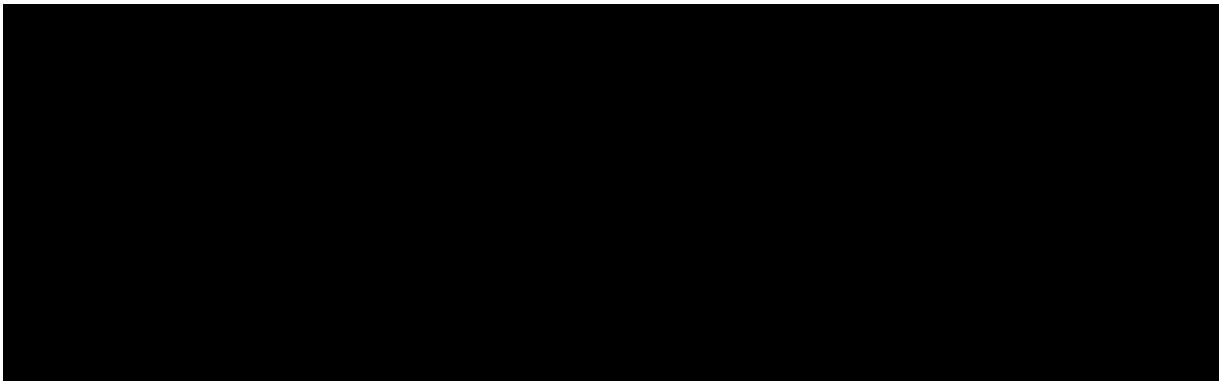
4 Vice Chancellor's report (incl. Student Numbers update)

For Noting - Presented by Lynn Dobbs

The Board considered the Vice Chancellor's update report. In addition to the information provided within the report, the following was noted:

- i) There was ongoing uncertainty regarding the Government's intentions in relation to funding of Higher Education, the Senior Leadership Team continued to monitor developments in this area.
- ii) Early indications showed that the Government may develop a self-isolation policy akin to that in place for schools to apply to Universities.
- iii) The University was actively bidding and winning research funding awards.

Covid-19: It was confirmed that the University would have three different delivery models ready for the Autumn to ensure the University was well-placed to respond to restrictions related to the Covid-19 pandemic. The University would ensure that adequate safety provisions were in place as part of the University's ongoing commitment to prioritise the health and safety of its students and staff.



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New ways of working: In relation to health and safety it was confirmed that the University remained flexible in allowing its members of staff to work either on campus or at home, was in the process of reviewing related policies and procedures and had ensured that staff had been provided with the appropriate equipment and health and safety assessments.

The Board of Governors noted that it would review progress on the KPIs attached to the VC report at the October meeting. The Board requested that the table of KPIs be updated to show objectives, current for each KPI. The KPI objectives should be measurable and focused on outcomes.

Conclusions

The Board noted the Vice Chancellor's quarterly report to the Board of Governors.

5 Procedure for Revocation of Honorary Awards

For Approval - Presented by Nikki Le Faou

The Board of Governors considered a report which presented an updated draft of the procedure for the revocation of Honorary awards which had been revised to address feedback received from Governors by circulation. The Board was advised that the procedure would be further updated to reflect late feedback to ensure contact details were included within the procedure. The Board was also asked to consider whether the composition of the investigating panel should include an independent panel member with legal experience.

In considering the updated procedure the Board requested that:

- i) the reference to the Nolan principles be removed, with the individual's behaviour to be assessed against the University's values and reputational impact and risk for the University.
- ii) that the policy be revised to include detail of what might constitute 'evidence of misconduct or mismanagement' (whether unlawful or not).

The Board requested that an updated version of the procedure should be considered alongside the Conferment Policy and Procedure at the October meeting so that the University's approach to Honorary Awards could be reviewed in its entirety.

Conclusions:

The Board commented on the draft procedure as outlined above, the procedure would be resubmitted for consideration by the Board's October meeting alongside the Conferment Policy and Procedure.

6 Freedom of Speech

Presentation - Presented by Mark Ellul

The Board of Governors received an update presentation on Freedom of Speech and the Prevent Duty and the responsibilities of the Board.

The Higher Education Bill was introduced in Parliament in May 2021 aimed at strengthening the legal duties of higher education providers in England to protect freedom of speech on campuses for students, academics and visiting speakers. The University's Freedom of Speech code of practice had been reviewed in March 2021 and remained compliant in the context of proposed changes to legislation.

It was noted that the University was well-placed to balance freedom of speech requirements with its legal duties via the code of practice. It was also highlighted that the Centre for Equity and Inclusion would provide advice and guidance for staff when arranging an event that might cause upset.

The Board were advised that owing to the changes proposed within the Bill the Students' Union was in the process of developing its own vetting and approval process for speakers.

Conclusions

The Board noted the presentation.

7 Student Governor's Report

For Noting - Presented by Chrystalle Margallo

The Board of Governors considered the Student Governor's report to the Board.

The report included updates on activities which had taken place since the Board's March meeting. The Union continued to deliver training, activities and events exclusively online. The officer team were planning a series of activities to ensure a smooth handover to the new officers; this included a summary of each remit and accompanying responsibilities to create an awareness and understanding of the roles.

Conclusions

The Board of Governors noted the update report and approved the resolution passed by the Trustee Board to amend the Students' Union Articles of Association.

8 Centre for Equity and Inclusion Update

For Noting - Presented by Zainab Khan

The Board of Governors considered the update from the Centre of Equity and Inclusion. The key updates were highlighted as follows:

- i) The University was in the process of finalising its submission for Stonewall diversity champion application;
- ii) The Centre was developing a new equity assurance system, which would drive data-led accountability across the institution, and;
- iii) Education for Social Justice training underway to diversify teaching practice was nearing completion.

In discussion it was confirmed that the University had consulted with student societies and the LGBT+ staff network to ensure they remained comfortable with the continuation of the Stonewall submission in light of recent media coverage.

Conclusions

The Board of Governors noted the update from the Centre for Equity and Inclusion.

9 Academic Matters and Student Experience

For Noting - Presented by Donna Whitehead

The Board of Governors considered a report which presented an update on Academic matters and student experience.

The Board noted the results of the Student Experience Survey and the National Student Survey, both of which had seen improvements. The Board acknowledged the results which were particularly positive in the context of the pandemic.

The Board noted that there had been a rise in reporting of mental health issues among students, which had increased significantly since the start of the pandemic. The University continued to plan its activities with consideration to the growth in mental health reporting, to ensure students were appropriately supported.

Conclusions

The Board of Governors noted the Academic Matters and Student Experience update report.

10 Finances

The Board of Governors became inquorate at this point in the meeting.

10.1 FY 21 Forecast

For Noting - Presented by Eugene McCrossan

The Board of Governors considered the financial re-forecast - April 2021. Latest projections showed that the University was expected to deliver an operating surplus of £2.6m for the year (£5.4m better than budget prediction at the start of the year) and that cash would end the year at £68.5m (approx. £9m better than forecast).

It was noted that:

- i) Income had grown significantly during the year as a result of strong student recruitment, partner

activities and student retention;

ii) Staff costs had been tightly controlled in-year, and;

iii) Non-pay expenditure was driven by the costs of the franchised teaching costs, agents' fees and other expenditure relating to minor adjustments reflecting timing and some specific items.

Conclusions

The Board of Governors noted the FY 21 Financial Forecast.

10.2 Financial Management report- May

For Noting - Presented by Eugene McCrossan

The Board of Governors considered a report which presented the University's management accounts for the ten months to 31 May 2021.

The University was performing well against its financial targets. The University's cash balances at the end of May 2021 were £84.9m, £15.9m better than phased budget and the income and expenditure account was better than budget by £4.4m.

Income was £15.4m ahead of budget due to strong on campus student recruitment in semester one and two, and a strong performance by the University's franchise and partnership income.

Conclusions

The Board of Governors noted the May 2021 Financial Management report.

10.3 Budget FY 22

For Approval - Presented by Eugene McCrossan

The inquorate meeting of the Board of Governors considered the Budget FY 22 on the recommendation of the Finance and Resources Committee (FRC). At their June meeting FRC had noted that the budget was slightly conservative given the University's achievements in FY 21, however this has been considered prudent and appropriate given the ongoing uncertainties related to Covid-19. It was noted that contingency had been built into the budget in recognition of the risks associated with Covid-19 and new partnerships.

It was noted that the information provided within the report had been updated following its consideration by the FRC to include reference to the Quarter 3 forecasts (2021).

Conclusions

The Board agreed that the Budget FY 22 would be circulated for approval given issues with quoracy.

11 Reports of sub-committees

11.1 *Governance Committee

Presented by Margaret Farragher

The Board of Governors received a report of the meeting of the Governance Committee which had taken place on 27 May 2021. The report included the draft University Board Declaration of Interests

table for publication on the University's website, developed in response to the CUC Code of Governance annual review exercise.

11.2 *Audit Committee

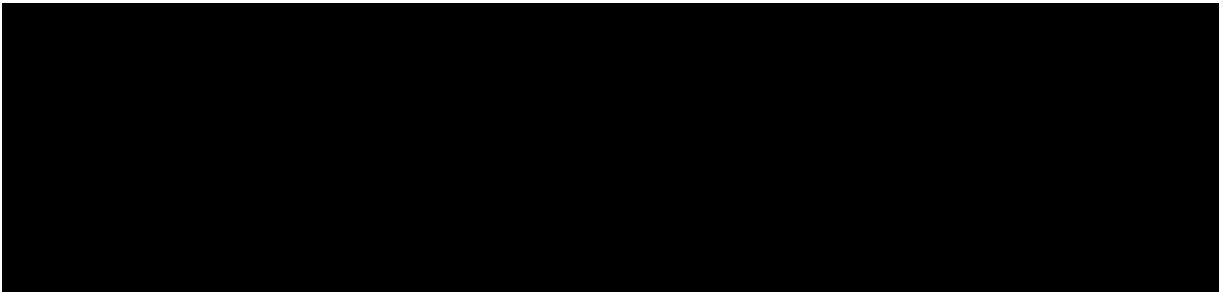
For Noting - Presented by Shefaly Yogendra

The Board of Governors received the report of the Audit Committee's 19th May 2021 meeting.

11.2.1 Audit Committee- Cyber Security deep dive session feedback

Oral update - Presented by Shefaly Yogendra

The Board of Governors received oral feedback from the Chair of the Audit Committee on the cyber security deep dive session which had taken place in April. The Audit Committee would undertake regular deep dive sessions throughout the year to facilitate more detailed discussion on the areas it oversees.



Conclusions

The Board noted the feedback on the Audit Committee cyber-security deep dive.

s.31(1) FOIA - likely to prejudice the prevention or detection of crime

11.2.2 *Risk Management

For Noting

The Board of Governors noted the Risk Management update report.

11.3 *Finance and Resources Committee

For Noting

The Board of Governors received a report of the Finance and Resources Committee held on 10 June 2021.

11.4 *Academic Board

For Noting

The Board received a report of the Academic Board meeting held on 9 June 2021.

11.4.1 *Approach to addressing sexual misconduct and harassment.

For Noting - Presented by Mark Ellul

The Board of Governors received a report which provided an update on the University's approach to sexual misconduct and harassment following the publication of the Office for Students' 'statement of expectations to prevent and address harassment and sexual misconduct'.

11.4.2 *Student Protection Plan and Refund and Compensation Policy

For Approval - Presented by Mark Ellul

The Student Protection Plan and Refund and Compensation Policy would be circulated for approval.

11.4.3 *Degree Outcomes Statement

For Approval - Presented by Mark Ellul

The Degree Outcomes Statement would be circulated to the Board of Governors for approval by email.

11.4.4 *Student Partnership Agreement

For Noting - Presented by Mark Ellul

The Board of Governors noted the Student Partnership Agreement as approved by the Academic Board at their meeting on 9 June 2021.

11.4.5 *Annual report on academic misconduct, appeals, student discipline and complaints

For Noting - Presented by Mark Ellul

The Board of Governors received a report on academic misconduct, non- academic misconduct and complaints which had been considered by the Academic Board at their June 2021 meeting.

12 *CMA Compliance

For Reference - Presented by Mark Ellul

The Board received a report on the University's compliance with consumer protection law.

13 AOB

It was noted that the additional Board of Governors session scheduled for 29 June 2021 would be postponed to September 2021.

Update on actions from June 2021 Board of Governors meeting

Item	Paragraph	For action by who	By when	Update on action
Matters arising	It was highlighted that Health and Safety related issues should be added to the Board's programme of work for periodic review.	University Secretary	ASAP after meeting	Completed
Vice Chancellor's update report	The Board requested that the table of KPIs be updated to show objectives and current status. The KPI objectives should be measurable and focused on outcomes.	Vice Chancellor	October 2021 meeting	Completed
Procedure for revocation of Honorary awards	The procedure would be resubmitted for consideration by the Board's October meeting alongside the Conferment Policy and Procedure.	University Secretary	October 2021 meeting	On agenda
Budget FY 22	The Board agreed that the Budget FY 22 would be circulated for approval given issues with quoracy.	University Secretary	ASAP after meeting	Completed
Student Protection Plan and Refund and Compensation Policy	The Student Protection Plan and Refund and Compensation Policy would be circulated for approval.	University Secretary	ASAP after meeting	Completed
Degree Outcomes Statement	The Degree Outcomes Statement would be circulated for approval.	University Secretary	ASAP after meeting	Completed